

MANUFACTURING AGREEMENT SUPPLEMENT #2, dated as of July 11, 1994,  
between GUNDERSON INC. (the "Manufacturer") and TTX COMPANY (the "Company").

The parties hereto have heretofore entered into a Manufacturing Agreement dated as of January 7, 1994 which provides for the execution and delivery from time to time of supplements thereto each substantially in the form hereof for the purpose of subjecting to said Manufacturing Agreement additional units of new, standard gauge railroad equipment.

The units of railroad equipment described in Item 1 of Annex A hereto are hereby subjected to said Manufacturing Agreement. The information set forth in Annex A hereto in respect of such units of railroad equipment, and set forth in Items 2, 3, and 4 of said Annex A, is hereby incorporated into Annex A to the Manufacturing Agreement as though originally set forth therein; provided, however, that such information shall apply and refer only to the units of railroad equipment described in Annex A hereto.

IN WITNESS WHEREOF, The parties hereto, each pursuant to due corporate authority, have caused these presents to be signed in their respective corporate names by duly authorized officers and their respective corporate seals to be hereunto affixed and duly attested, all as of the day, month and year first above written.

GUNDERSON INC.

By: *RS Ballo*  
Vice President

(Corporate Seal)

ATTESTATION:

*Howard D. White*  
Assistant Secretary

RECORDATION DIV. 18660-D FILED 1994

JUL 27 1994 -3 05 PM

IND. STATE DEPT. - INDIANAPOLIS, IND.

TTX COMPANY

By: *TD Marion*  
Treasurer

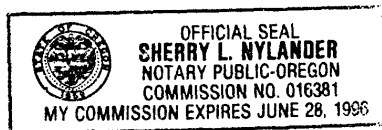
(Corporate Seal)

ATTESTATION:

*A. J. Barton*  
Assistant Secretary

STATE OF OREGON                    )  
  ) SS.:  
COUNTY OF MULTNOMAH )

On this 21 day of July 1994, before me personally appeared S.L. Balla to me personally known, who, being by me duly sworn, says that he is a Vice President of GUNDERSON INC. that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation, by authority of its Board of Directors, and they acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

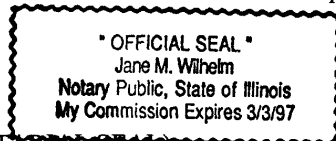


Sherry L. Nylander  
Notary Public

(NOTARIAL SEAL)

STATE OF ILLINOIS                )  
  ) SS.:  
COUNTY OF COOK                )

On this 19 day of July, 1994, before me personally appeared Thomas D. Marion, to me personally known, who, being by me duly sworn, says that he is the Treasurer of TTX COMPANY, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation, by authority of its Board of Directors, and they acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



Jane M. Wilhelm  
Notary Public

(NOTARIAL SEAL)

ANNEX A  
TO MANUFACTURING AGREEMENT SUPPLEMENT #2

GUNDERSON INC.  
(Manufacturer)

TTX COMPANY  
(Company)

Item 1:

<u>Type*</u>	<u>Qty.</u>	<u>Company Car Numbers (Inclusive)</u>	<u>Unit Purchase Price</u>	<u>Total Purchase Price</u>	<u>Month(s) of Delivery</u>	<u>Spec. (Contract Number)</u>
DTTX	218	456500-456717			Aug.-Sept., '94	T-4093-F

Item 2: February 28, 1995

Item 3: To be determined.

Item 4: 4350 Northwest Front Avenue  
Portland, OR 97210

\* Single-unit all-purpose well cars. TTX Company General Specification No. 68-43-011586, dated January 15, 1986, revised June 4, 1993. Gunderson Specification R94-2 dated March 8, 1994.

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